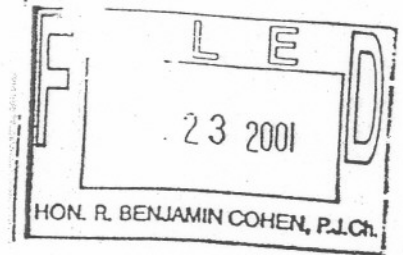


JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
Division of Law  
124 Halsey Street-5th Floor  
P.O. Box 45029  
Newark, NJ 07101  
Attorney for Plaintiffs



By: Adolfo J. Anzola  
Deputy Attorney General  
Tel.: (973) 648-7819

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION - GENERAL EQUITY  
COUNTY OF ESSEX  
DOCKET NO. ESX-C-355-99

JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
on behalf of  
FRANKLIN L. WIDMANN, CHIEF OF  
THE NEW JERSEY BUREAU OF  
SECURITIES

Plaintiffs,

v.

MILLENNIUM INTERACTIVE  
TECHNOLOGIES CORPORATION,  
f/k/a/ EXETER FINANCIAL SERVICES  
CORPORATION, DAVID HELMSTETTER,  
INGRID GRAY, STUART LEFFLER,  
LOUIS KOWAL, and ISAAC MILSTEIN

Defendants.

Civil Action

CONSENT JUDGMENT:  
ISAAC MILSTEIN

This matter having been presented to the Court on the application of JOHN J. FARMER, JR.,  
Attorney General of New Jersey (Adolfo J. Anzola, Deputy Attorney General, appearing), on behalf  
of Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Bureau"), and Defendant

Isaac Milstein (hereinafter "Defendant Milstein") appearing through counsel; and the plaintiffs and Defendant Milstein having reached an amicable agreement thereby resolving any and all issues in controversy in this action with respect to Defendant Milstein,

IT IS on this 23rd day of April, 2001, ORDERED, ADJUDGED AND AGREED as follows:

1. For the purposes of settlement, the Parties agree that Defendant Milstein does not concede liability or wrongdoing herein, and does not consent to any findings of liability or wrongdoing for the violations alleged in the Complaint.
2. This Consent Judgment applies to and is binding upon Defendant Milstein, and as such he is personally liable for satisfaction of the entire amount of the judgment pursuant to the terms contained herein.
3. Because the penalty figure herein is based upon representations of Defendant Milstein as to restitution he has made, and representations as to his ability to pay, within 60 days of the date of this Consent Judgment, Defendant Milstein shall submit to counsel to the Bureau, documents which fully establish the source of the monies used by him for restitution to investors, and documents which demonstrate his financial status for the last year, including all debts, all income, and all employment.
4. Solely in order to settle this litigation Defendant Milstein voluntarily agrees to pay \$5,000 with \$1,000 due upon the date of this Consent Judgment and \$1,000 due on each of the four

annual anniversary dates of the execution of this Consent Judgment.

- a. All payments shall be made by attorney trust fund account check, certified check, money order or other guaranteed funds made payable to the "New Jersey Bureau of Securities" and delivered to the following address:

Franklin L. Widmann, Bureau Chief  
Bureau of Securities  
153 Halsey Street, 6th Floor  
Newark, New Jersey 07101

5. Defendant Milstein further voluntarily agrees that for a period of five years from the date of the execution of this Consent Judgment he will not apply for registration with the New Jersey Bureau of Securities, and that he will comply with the New Jersey Securities Law and the regulations promulgated thereunder. The foregoing should not be construed by any third party as either an admission or finding of wrongdoing, and should not be construed as a bar.

6. Defendant Milstein is to make himself available to the plaintiffs for trial preparation including, but not limited to, witness preparation at mutually convenient times and places.

7. If Defendant Milstein is requested by the plaintiffs to testify at trial, he will appear as a witness for the plaintiffs, and shall give truthful testimony.

8. In the event that the aforementioned terms are not met, in the discretion of the Bureau Chief and subject to review and agreement by the Court, the remaining balance of the civil penalties shall immediately be accelerated and be due and payable without the need for notice or presentment.

9. In the discretion of the Bureau Chief and subject to review by the Court, in the event that the aforementioned terms are not met, plaintiffs shall be entitled to recover from Defendant

Milstein its post-judgment costs of collection including post-judgment counsel fees.

10. In addition to the relief provided for in other paragraphs herein, a default by Defendant Milstein shall entitle plaintiffs to make application to the Court for an order directing compliance and any other relief in aid of litigant's rights including the imposition of attorney's fees for said application, or to make any other application as provided by law.

11. If, after the execution of this Consent Judgment, Defendant Milstein engages in any acts or practices which constitute a violation of the Securities Law or this Consent Judgment, he shall be subject to the imposition of enhanced penalties pursuant to N.J.S.A. 49:3-70.1, without prejudice to his rights to present evidence in mitigation and affirmative defenses.

12. In exchange for these undertakings by Defendant Milstein, plaintiffs will release all claims against him based upon the allegations made in the Complaint in this matter.

13. Defendant Milstein accepts the release described in the above paragraph based upon representations by plaintiffs that plaintiffs have no undisclosed claims against him.

14. In consideration of the mutual promises contained herein, Defendant Milstein hereby agrees to release any and all claims arising out of this matter that he may have had against plaintiffs, their directors, employees, agents, and representatives.

15. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.

16. The parties represent that an authorized representative of each has signed this Consent Judgment and Order with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.

17. This Consent Judgment constitutes the entire agreement among the parties with

respect to its subject matter. Any addition, deletion or change to this Consent Judgment must be in writing and signed by all parties to be bound.

18. Nothing contained herein shall bind or affect the rights of any person not a party hereto, nor the rights of the parties against any person not a party hereto.

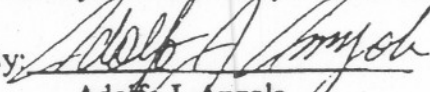
19. This Consent Judgment may be signed in counterparts, each of which shall be deemed an original.

HON. R. BENJAMIN COHEN

R. Benjamin Cohen, P.J.S.C.

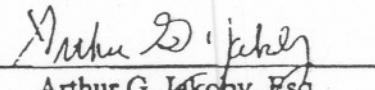
Consent to the Form, Content  
and Entry of this Order:

JOHN J. FARMER, JR.  
ATTORNEY GENERAL OF NEW JERSEY  
Attorney for New Jersey Bureau of Securities

By:   
Adolfo J. Anzola  
Deputy Attorney General

Dated: April 19, 2001

ISAAC MILSTEIN

By:   
Arthur G. Jakoby, Esq.  
Herrick Feinstein LLP  
Attorney for Isaac Milstein

Dated: April 17, 2001